

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD\*  
CHARLES T. KAPPLER  
JOHN H. DOYLE\*  
JAMES C. MARTIN, JR.\*

\*ALSO ADMITTED IN NEW YORK  
\*ALSO ADMITTED IN MARYLAND

LAW OFFICES  
ALVORD AND ALVORD

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

20006-2973

(202) 393-2266

OF COUNSEL  
URBAN A. LESTER

TELEX  
440367 A AND A

TELEFAX  
(202) 393-2156

17055/A  
REGISTRATION NO. 17055  
OCT 9 1990 - 10 50 AM

INTERSTATE COMMERCE COMMISSION

October 9, 1990

0-282A01C

Mr. Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

17055  
REGISTRATION NO. 17055  
OCT 9 1990 - 10 50 AM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provision of 49 U.S.C. Section 11303(a) are three fully executed original copies each of 1) a Revolving Credit Loan, Chattel Mortgage and Security Agreement dated October 5, 1990, a primary document, and 2) a Supplement No. 1 to Schedule B Annexed to Revolving Credit Loan, Chattel Mortgage and Security Agreement dated October 5, 1990, a secondary document.

The names and addresses of the parties to the enclosed documents are:

Debtor: ACF Industries, Incorporated  
100 South Bedford Road  
Mt. Kisco, New York 10549

Secured  
Party: The Daiwa Bank, Ltd.  
200 North Broadway  
Suite 1920  
St. Louis, Missouri 63102

A description of the railroad equipment covered by the enclosed document is set in forth in Schedule A attached hereto and made a part hereof.

Also enclosed is a check in the amount of \$30 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

*C. J. Kappler*


Mr. Sidney L. Strickland, Jr.  
October 9, 1990  
Page Two

Kindly return two stamped copies each of the enclosed documents to the undersigned.

A short summary of the enclosed primary and secondary documents to appear in the Commission's Index is:

Revolving Credit Loan, Chattel Mortgage and Security Agreement dated October 5, 1990 between ACF Industries, Incorporated, Debtor, and The Daiwa Bank, Ltd. Secured Party, and Supplement No. 1 to Schedule B Annexed to Revolving Credit Loan, Chattel Mortgage and Security Agreement dated October 5, 1990, covering 298 new covered hopper and tank cars bearing ACFX reporting marks and road numbers.

Very truly yours,

  
Charles T. Kappler

CTK/bg  
Enclosures

SCHEDULE A

<u>CARS INITIALED AND NUMBERED</u>	<u>AAR DSG.</u>	<u>TOTAL CARS</u>
ACFX 41404	C214	14
" 41407		
" 41415		
" 41419		
" 41426 - 41427		
" 41430		
" 41445 - 41446		
" 41448		
" 41460		
" 41466 - 41468		
" 41405 - 41406	C214	20
" 41409		
" 41411		
" 41414		
" 41416 - 41418		
" 41420		
" 41423		
" 41431		
" 41434		
" 41436		
" 41464		
" 41469		
" 41471		
" 41474		
" 41476 - 41477		
" 41479		
" 41601 - 41650	C214	50
" 67595	C214	96
" 67605 - 67699		
" 45120 - 45152	C614	33
" 45191 - 45200	C614	10
" 45201 - 45208	C614	25
" 45210		
" 45212		
" 45215		
" 45223		
" 45226		
" 45229		
" 45230 - 45231		
" 45234 - 45242		
" 73439 - 73448	T105	16
" 73493 - 73498		
" 73499	T523	1
" 73627 - 73659	T564	<u>33</u>
	Total	<u>298</u>

**Interstate Commerce Commission**  
Washington, D.C. 20423

10/9/90

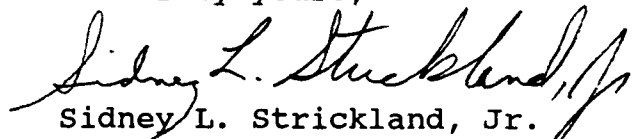
OFFICE OF THE SECRETARY

Charles T. Kappler  
Alvord & Alvord  
918 16th St. N.W.  
Washington, D.C. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/9/90 at 10:50am , and assigned recordation number(s). 17055 & 17055-A

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

FORM OF  
SUPPLEMENT TO REVOLVING CREDIT LOAN AND SECURITY AGREEMENT

SUPPLEMENT NO. 1

TO

SCHEDULE B

ANNEXED TO REVOLVING CREDIT LOAN, CHATTEL MORTGAGE

AND SECURITY AGREEMENT

DATED 5 OCTOBER, 1990

BETWEEN

ACF INDUSTRIES, INCORPORATED

("DEBTOR")

AND

DAIWA BANK, LTD. ("BANK")

17055  
RECORDED IN 9088

OCT 9 1990 - 10 50 AM

INTERSTATE COMMERCE COMMISSION

WHEREAS, Debtor and the Bank entered into a certain Revolving Credit Loan, Chattel Mortgage and Security Agreement dated 5 October, 1990 (the "Loan Agreement") pursuant to which the Bank agreed to lend certain sums to Debtor (the "Loans");

WHEREAS, pursuant to the Loan Agreement, Debtor is obligated from time to time to deliver to the Bank this Supplemental Revolving Credit Loan, Chattel Mortgage and Security Agreement, and it is a condition precedent to the obligation of the Bank to make or maintain the Loans that Debtor shall execute and deliver to the Bank this Supplement to Revolving Credit Loan, Chattel Mortgage and Security Agreement;

NOW, THEREFORE, the parties hereto hereby agree as follows:

Schedule B to the Loan Agreement is hereby amended and supplemented by the addition thereto of the following described Collateral (as defined in the Loan Agreement) with respect thereto, which additional Collateral is to be covered by the Loan Agreement and the liens and encumbrances created thereby:

Car Number

Date Built

(SEE ATTACHMENT)

As a condition to the making of the Loan by the Bank, Debtor shall execute and deliver appropriate Uniform Commercial Code financing statements which reflect the additional Equipment and Leases referred to above.

IN WITNESS WHEREOF, the parties hereto have caused this Supplement to be duly executed this 5th day of October, 1990.

ACF INDUSTRIES, INCORPORATED

By Umesh Choksi  
Its Asst Treasurer

DAIWA BANK, LTD.

By Jeffrey H. Frost  
Its Vice President

STATE OF MISSOURI            )  
                                  ) ss.  
COUNTY OF ST. LOUIS        )

On this 5th day of October, 1990, before me personally came Umesh Choksi, to me known, who being to me duly sworn, did depose and say that he resides at 2031 Schoettler Valley Drive, Chesterfield, Missouri 63017, that he is the Assistant Treasurer of ACF INDUSTRIES, INCORPORATED, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that is was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order.



W. Marineta Zimmerman  
Notary Public

W. MARINETA ZIMMERMAN  
NOTARY PUBLIC STATE OF MISSOURI  
ST CHARLES COUNTY  
MY COMMISSION EXP APR 7, 1994

STATE OF *Missouri* )  
COUNTY OF *St. Louis* ) ss.

On this 5th day of October, 1990, before me personally came Jeffrey N. Frost, to me known, who being to me duly sworn, did depose and say that he resides at 15708 Cedar Mill Drive, Chesterfield, Missouri 63017, that he is the Vice President of DAIWA BANK, LTD., the bank described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said bank.



*W. Marineta Zimmerman*  
Notary Public

W MARINETA ZIMMERMAN  
NOTARY PUBLIC STATE OF MISSOURI  
ST CHARLES COUNTY  
COMMISSION EXP APR. 7, 1994

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